

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

STEPHEN GRAY,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 9790
(SHS)(DCF)

[ADDITIONAL CAPTIONS APPEAR ON THE NEXT PAGE]

**DECLARATION OF JAMES KELLY-KOWLOWITZ IN FURTHER
SUPPORT OF THE GRAY PLAINTIFFS' MOTION**

SHAUN ROSE,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 10294
(DC)

MEREDITH TRANBERG,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 10341
(SHS)(DCF)

ANTON K. RAPPOLD,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 10396
(SHS)(DCF)

SAMIER TADROS,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 10442
(SHS)(DCF)

STEPHAN FIORINO,
Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,
Defendants.

Civil Action No: 07 Civ. 10458
(SHS)(DCF)

JAMES BOLLA,
Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,
Defendants.

Civil Action No: 07 Civ. 10461
(SHS)(DCF)

MARK GEROULO,
Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,
Defendants.

Civil Action No: 07 Civ. 10472
(SHS)(DCF)

ALAN STEVENS,
Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,
Defendants.

Civil Action No: 07 Civ. 11156
(SHS)(DCF)

STEVEN GOLDSTEIN,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 11158
(SHS)(DCF)

CHRIS SOUTHARD,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 11164
(SHS)(DCF)

WILLIAM WOODWARD, *ET AL.*,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 11207
(SHS)(DCF)

FRANCIA BRICK,

Plaintiff,

-against-

CITIGROUP INC., *ET AL.*,

Defendants.

Civil Action No: 07 Civ. 11369
(SHS)(DCF)

I, James Kelly-Kowlowitz, declare, under penalty of perjury, as follows:

1. I am an attorney with the law firm of Wolf Popper LLP ("Wolf Popper"), counsel for plaintiffs Gray and Bolla in the above-captioned actions, and am admitted to the bar of the State of New York and the Bar of the United States District Court for the Southern District of New York.

2. I submit this Declaration in further support of the motion by Stephen Gray, Samier Tadros and James Bolla (collectively, the "Gray Plaintiffs") for (1) Consolidation, (2) Appointment of Lead Plaintiffs and Leadership Structure, and (3) Entry of [Proposed] Pretrial Order No. 1, and in Opposition to the Motion of Plaintiffs Shaun Rose and Mark Geroulo for the Appointment of Interim Lead Plaintiffs, Co-lead Counsel and Liaison Counsel.

3. Wolf Popper filed a complaint on behalf of plaintiff Gray, and then filed another complaint on behalf of another large stakeholder in the Citigroup 401(k) plan, James Bolla. Wolf Popper is also liaison counsel on behalf of Stephan Fiorino. His counsel is Ann D. White Law Offices, PC.

4. Out of the thirteen plaintiffs who filed cases, five of them – plaintiffs Rappold, Tranberg, Fiorino, Stevens, and Southard, and their counsel, have filed papers with this Court supporting the leadership structure proposed by the Gray Plaintiffs. *See Rappold v. Citigroup Inc.*, 07-CV-10396(SHS)(DCF) (Docket #7); *Tranberg v. Citigroup, Inc.*, 07-CV-10341(SHS)(DCF) (Docket #11); *Fiorino v. Citigroup Inc.*, 07-CV-10458(SHS)(DCF) (Docket #28); *Steven v. Citigroup, Inc.*, 07-CV-11156(SHS)(DCF) (Docket #18); *Southard v. Citigroup, Inc.*, 07 CV-9790 (SHS)(DCF) (Docket #17).

5. Attached hereto as Exhibit A is a true and correct copy of the notice of withdrawal as counsel of record for Plaintiff Shaun Rose, filed by Schiffrin, Barroway Topaz & Kessler, LLP
Doc. 159562

on January 7, 2007.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct, this 10th day of January, 2008.

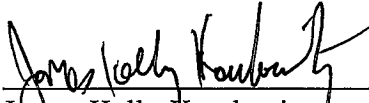

James Kelly-Kowlowitz

EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHAUN ROSE, Individually and On Behalf)
of All Others Similarly Situated,)

Plaintiff,)

v.)

CITIGROUP INC., CHARLES PRINCE,)
THE PLANS ADMINISTRATIVE)
COMMITTEE OF CITIGROUP, INC., THE)
401(k) INVESTMENT COMMITTEE and)
JOHN DOES 1-10.)

Defendants.)

CIVIL ACTION NO. 07 Civ. 10294

CLASS ACTION COMPLAINT

JURY TRIAL DEMANDED

NOTICE OF WITHDRAWAL OF ATTORNEY OF RECORD

PLEASE TAKE NOTICE that Schiffrin Barroway Topaz & Kessler, LLP (hereinafter "SBTK"), withdraws as counsel of record in the above-referenced action. Plaintiff notes that this action is one of a number of related actions which are the subject of competing consolidation and interim lead class counsel motions brought pursuant to FED. R. CIV. P. 23(g), 42(a). Plaintiff supports the consolidation of all directly related actions brought pursuant to the Employee Retirement Income Security Act of 1974 and will be represented by Dealy & Silberstein, LLP going forward.

Dated: January 7, 2008
New York, New York

DEALY & SILBERSTEIN, LLP

BY: 

Milo Silberstein, Esq.
225 Broadway
14th Floor, Suite 1405
New York, New York 10006
Tel: (212) 385-0066

**SCHIFFRIN BARROWAY TOPAZ &
KESSLER, LLP**

Joseph H. Meltzer, Esq.
Edward W. Ciolko, Esq.
Katherine B. Bornstein, Esq.
Joseph A. Weeden, Esq.
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706
Fax: (610) 667-7056